

**EXHIBIT C**

**Professional Profiles**

<b>Name of Professional</b>	<b>Position with the Firm</b>	<b>Hourly Bill Rate</b>
Larry Farmer	Audit Partner	682
Raymond Bromark	Audit Partner	1422
Pam Schlosser	National Partner	990
Jay Seliber	RQR Partner	1113
Andrew MacWilliam	Audit Partner	682
Peter Woolf	Tax Partner	733
Stephen Heindel	Tax Partner	737
Joseph Divito	GRMS Partner	767
Dave Ryan	Audit Senior Manager	522
Tom Kalinowsky	GSRM Senior Manager	639
Craig Cleaver	GRMS Manager	474
Michele Gerety	Tax Manager	553
Francis Schlosser	Audit Manager	470
Sandra David	Audit Manager	447
Jason Natt	Audit Manager	447
Maureen Driscoll	GRMS Senior Associate	389
Jonnelle Lippolis	Audit Senior Associate	320
Cheryl Frick	Audit Senior Associate	314
Nina Govic	Audit Senior Associate	273
Andrew Blume	Audit Senior Associate	282
Alexandre Rossin	GSRM Senior Associate	426
Renee Anderson	Audit Associate	235
Aimee Stickley	Audit Associate	213
Derek Nance	Audit Associate	185
Jeffrey Zartman	Audit Associate	213
Maureen Yeager	Audit Associate	185
Michele Murray	Audit Associate	213
Ryan Parks	Audit Associate	213
Elizabeth Noone	Audit Associate	185
Daniel Weir	GRMS Associate	261
Doug Hut	GRMS Associate	208
Karen Huebner	Administrative Assistant	120
Elizabeth Coyle	Administrative Assistant	112
Alexandra Rivera	Administrative Assistant	112
Laurie Ortiz	Administrative Assistant	112
Kate Burke	Administrative Assistant	101

**WR Grace**  
**Transaction Time Summary**  
**Month Ended October 31, 2002**

<b>Name</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>
Larry Farmer	19.0	\$ 682	\$ 12,958
Ray Bromark	1.0	\$ 1,422	\$ 1,422
Jay Seibler	0.5	\$ 1,113	\$ 557
Andrew MacWilliams	4.0	\$ 682	\$ 2,728
Steve Heindel	0.5	\$ 737	\$ 369
Joseph Divito	1.5	\$ 767	\$ 1,151
David Ryan	15.0	\$ 522	\$ 7,830
Pam Schlosser	0.5	\$ 990	\$ 495
Tom Kalinowsky	1.0	\$ 639	\$ 639
Craig Cleaver	4.5	\$ 474	\$ 2,133
Michele Gerety	0.5	\$ 553	\$ 277
Francis Schlosser	38.6	\$ 470	\$ 18,142
Sandra David	6.5	\$ 447	\$ 2,906
Jason Natt	125.5	\$ 447	\$ 56,099
Jonnelle Lippolis	8.5	\$ 320	\$ 2,720
Cheryl Frick	91.5	\$ 314	\$ 28,731
Nina Govic	65.0	\$ 273	\$ 17,745
Rene Anderson	7.5	\$ 235	\$ 1,763
Andrew Blume	5.0	\$ 273	\$ 1,365
Aimee Stickley	54.0	\$ 213	\$ 11,502
Ryan Parks	8.0	\$ 213	\$ 1,704
Michelle Murray	9.0	\$ 213	\$ 1,917
Liz Noone	7.5	\$ 185	\$ 1,388
Karen Huebner	1.0	\$ 120	\$ 120
Elizabeth Coyle	0.5	\$ 112	\$ 56
Kate Burke	3.8	\$ 121	\$ 460
<b>Total at Standard Rate</b>	<b>484.9</b>		<b>\$ 177,173</b>
<b>45 % Accrual Rate Adjustment</b>			<b>\$ (97,445)</b>
<b>Total at 45% Accrual Rate</b>			<b>\$79,728</b>

WR Grace  
Transaction Time Summary  
Month Ended October 31, 2002

Date	Hours	Description of Services Provided	Bill Rate	Cost (\$)
Name: Larry Farmer				
10/02/02	0.5	OPEB's discussion with Jason Natt	682	341
10/04/02	2.0	Risk Assessment; Meeting with Paul Norris, Grace CEO	682	1364
10/09/02	3.5	Meet with Bob Tarola, Grace CFO, re: IT Security Controls; met with Joesph Divito and Craig Cleaver to prepare for the controls meeting	682	2387
10/11/02	1.0	Administrative work	682	682
10/18/02	1.0	Discuss Q3 procedures with Jason Natt	682	682
10/21/02	2.0	Review Q3 work; meet engagement team re: third quarter	682	1364
10/21/02	1.0	Planning discussion for 2002 audit with Jason Natt and David Ryan	682	682
10/22/02	3.0	Q3 procedures; prepare for audit committee call; review of press release	682	2046
10/23/02	1.5	Q3 procedures; Audit Committee call	682	1023
10/28/02	1.0	Planning for 2002 with Jason Natt	682	682
10/29/02	1.0	Work on Audit Committee presentation for 11/6 meeting	682	682
10/30/02	0.5	Audit Committee presentation work for 11/6 meeting	682	341
10/31/02	1.0	Planning for 2002 audit	682	682
<b>Totals</b>	<b>19.0</b>			<b>\$ 12,958</b>

WR Grace  
Transaction Time Summary  
Month Ended October 31, 2002

Date	Hours	Description of Services Provided	Bill Rate	Cost (\$)
Name: Ray Bromark				
10/22/02	1.0	Concurring partner review and sign off of 3rd quarter audit work	1422	1,422
Totals	1.0		\$	1,422

WR Grace  
Transaction Time Summary  
Month Ended October 31, 2002

Date	Hours	Description of Services Provided	Bill Rate	Cost (\$)
Name: Jay Selber				
10/22/02	0.5	Meeting to discuss disclosures of pension-related matters with Jason Natt. Jay is a partner in the National office Accounting Consulting Services group.	1113	557
Totals	0.5			\$ 557

**WR Grace**  
**Transaction Time Summary**  
**Month Ended October 31, 2002**

<b>Date</b>	<b>Hours</b>	<b>Description of Services Provided</b>	<b>Bill Rate</b>	<b>Cost (\$)</b>
<b>Name: Andy MacWilliams</b>				
10/16/02	2.0	Partner review and quarterly review work on Performance Chemicals and Darex Puerto Rico	682	1,364
10/20/02	2.0	Partner review and quarterly review work on Performance Chemicals and Darex Puerto Rico	682	1,364
<b>Totals</b>	<b>4.0</b>			<b>\$ 2,728</b>

**WR Grace  
Transaction Time Summary  
Month Ended October 31, 2002**

<b>Date</b>	<b>Hours</b>	<b>Description of Services Provided</b>	<b>Bill Rate</b>	<b>Cost (\$)</b>
<b>Name: Steve Heindel</b>				
10/15/02	0.5	Meeting with Jason Natt to discuss pension and OPEB matters regarding Grace.	737	369
<b>Totals</b>	<b>0.5</b>			<b>\$ 369</b>



WR Grace  
Transaction Time Summary  
Month Ended October 31, 2002

Date	Hours	Description of Services Provided	Bill Rate	Cost (\$)
Name: Joe Divito				
10/28/02	1.5	Partner review and meeting with Larry Farmer to discuss controls work.	767	1,151
Totals	1.5			\$ 1,151

**WR Grace**  
**Transaction Time Summary**  
**Month Ended October 31, 2002**

<b>Date</b>	<b>Hours</b>	<b>Description of Services Provided</b>	<b>Bill Rate</b>	<b>Cost (\$)</b>
<b>Name: David Ryan</b>				
10/16/2002	1.0	Quarterly review	522	522
10/18/2002	1.0	Quarterly review	522	522
10/21/2002	7.0	Quarterly review and meeting with Larry Farmer and Jason Natt to discuss quarterly review	522	3,654
10/23/2002	4.0	Quarterly review	522	2,088
10/24/2002	2.0	Quarterly review	522	1,044
<b>Totals</b>	<b>15.0</b>			<b>\$ 7,830</b>

WR Grace  
Transaction Time Summary  
Month Ended October 31, 2002

Date	Hours	Description of Services Provided	Bill Rate	Cost (\$)
Name: Pam Schlosser				
10/16/02	0.5	National office consultation regarding Grace's third quarter 10-Q with Dave Ryan	990	495
Totals	0.5			\$ 495

WR Grace  
Transaction Time Summary  
Month Ended October 31, 2002

Date	Hours	Description of Services Provided	Bill Rate	Cost (\$)
Name: Tom Kalnosky				
10/17/02	1.0	Phone call with Jason Natt to set up environmental site visits	639	639
Totals	1.0			\$ 639

WR Grace  
Transaction Time Summary  
Month Ended October 31, 2002

Date	Hours	Description of Services Provided	Bill Rate	Cost (\$)
Name: Craig Cleaver				
10/04/02	1.5	GRMS General and administrative - coordinate team and planning for testing of computer controls	474	711
10/17/02	1.0	GRMS planning	474	474
10/28/02	1.0	GRMS planning	474	474
10/29/02	1.0	GRMS planning	474	474
Totals	4.5			\$ 2,133

**WR Grace**  
**Transaction Time Summary**  
**Month Ended October 31, 2002**

<b>Date</b>	<b>Hours</b>	<b>Description of Services Provided</b>	<b>Bill Rate</b>	<b>Cost (\$)</b>
<b>Name: Michelle Gerety</b>				
10/21/02	0.5	Review of Q3 tax provision	553	276.5
<b>Totals</b>	<b>0.5</b>			<b>\$ 277</b>

WR Grace  
Transaction Time Summary  
Month Ended October 31, 2002

Name: Fran Schlosser		Description of Services Provided		Bill Rate	Cost (\$)
Date	Hours				
10/03/02	3.0	Year end audit planning		470	1410
10/03/02	3.0	Mobilization and coordination of Grace internal audit team		470	1410
10/08/02	0.5	Review of detailed testing Performance Chemicals		470	235
10/09/02	0.7	Year end planning section of database		470	329
10/09/02	0.5	Review of detailed testing Darex- Puerto Rico		470	235
10/10/02	3.0	Coordination with Internal Audit on Substantive Testing		470	1410
10/10/02	2.0	Detailed Audit testing - Darex - Puerto Rico		470	940
10/10/02	1.0	Review of detailed testing Darex- Puerto Rico		470	470
10/12/02	1.0	Planning - engagement management		470	470
10/12/02	0.5	Review of financial statements - Darex Puerto Rico		470	235
10/14/02	2.0	Review of financial statements - Darex Puerto Rico		470	940
10/14/02	3.0	Consolidation work - Darex Puerto Rico		470	1410
10/15/02	0.2	Administrative - Q3		470	94
10/16/02	0.3	Administrative - Q3		470	141
10/16/02	1.0	Review of financial statements - Darex Puerto Rico		470	470
10/16/02	1.0	Consolidation work - Darex Puerto Rico		470	470
10/17/02	0.2	Administrative - Q3		470	94
10/17/02	0.2	Consolidation work - Darex Puerto Rico		470	94
10/18/02	5.5	Q3 Earnings meeting		470	2585
10/18/02	1.0	Consolidation work - Darex Puerto Rico		470	470
10/21/02	2.0	Q3 fluctuation analysis and review of audit work performed.		470	940
10/24/02	1.0	Q3 fluctuation analysis and review of audit work performed.		470	470
10/24/02	0.5	Review of financial statements - Darex Puerto Rico		470	235
10/25/02	2.3	Review of financial statements - Darex Puerto Rico		470	1081
10/25/02	0.9	Consolidation work - Darex Puerto Rico		470	423
10/27/02	1.2	Review of financial statements - Darex Puerto Rico		470	564
10/29/02	1.0	Review of financial statements - Darex Puerto Rico		470	470
10/30/02	0.1	Year end audit planning steps		470	47
<b>Totals</b>	<b>38.6</b>				<b>\$ 18,142</b>

**WR Grace**  
**Transaction Time Summary**  
**Month Ended October 31, 2002**

<b>Date</b>	<b>Hours</b>	<b>Description of Services Provided</b>	<b>Bill Rate</b>	<b>Cost (\$)</b>
<b>Name: Sandra David</b>				
10/09/02	0.5	Team mobilization and planning	447	223.5
10/10/02	5.0	Team mobilization and planning	447	2235
10/18/02	1.0	Quarterly Review	447	447
<b>Totals</b>	<b>6.5</b>			<b>\$ 2,906</b>



WR Grace  
Transaction Time Summary  
Month Ended October 31, 2002

Date	Hours	Description of Services Provided	Bill Rate	Cost (\$)
Name: Jason Natt				
10/01/02	1.0	Meeting with Dana Guzzo, Internal Audit Director	447	447.0
10/02/02	3.5	Meeting with Tim Delbrugge, Controller; discussion on OPEB Accounting	447	1,564.5
	0.5	OPEB's discussion with Larry Farmer	447	223.5
10/03/02	1.0	Meeting with Dana Guzzo, Internal Audit Director	447	447.0
	1.0	Meeting with Michael Brown, Assistant Controller to discuss Q3 plans	447	447.0
	2.0	Completion of PwC engagement forms related to Grace	447	894.0
10/04/02	1.0	3Q planning meeting/risk assessment with Larry Farmer	447	447.0
	3.0	Preparation for 10/8 GFC meeting in Cambridge	447	1,341.0
10/08/02	4.0	Preparation for 10/8 GFC meeting in Cambridge	447	1,788.0
10/09/02	4.5	Q3 2002 planning and meeting with Michael Brown, Assistant Controller	447	2,011.5
	3.5	Meal with Bob Tarola, Grace CFO, re: IT Security Controls; met with Joseph Divito and Craig Cleaver to prepare for the controls meeting	447	1,564.5
10/10/02	2.0	Meeting in Cambridge with Sandy David and Dana Guzzo to discuss 2002 approach	447	894.0
	6.0	Discussions with Ryan Heaps and Dana Guzzo regarding outputs of day's meeting	447	2,682.0
10/14/02	1.0	phone call with Alan Striper to discuss visit to Libby, MT	447	447.0
	8.0	Q3 2002 review work and discussions with Nina Govic and Cheryl Frick	447	3,576.0
10/15/02	4.5	Q3 2002 review work and discussions with Nina Govic and Cheryl Frick	447	2,011.5
	0.5	Meeting with Steve Heindel to discuss pension and OPEB matters regarding Grace.	447	223.5
	3.0	Meeting with Tim Delbrugge and Michael Brown to discuss claims under bankruptcy	447	1,341.0
	1.0	Meeting with Tim Delbrugge to discuss pensions accounting and related assumptions	447	447.0
10/16/02	1.0	Meeting with Dana Guzzo to discuss recent SEC Comment Letters	447	447.0
	0.5	Meeting with Grace Treasury to discuss benefit plan billings	447	223.5
	8.5	review of Q3 2002 quarter work	447	3,799.5
10/17/02	4.5	debrief with Cheryl Frick to discuss the results of the Division Q3 earnings call	447	2,011.5
	1.0	Phone call with Tom Kalinsky to set up environmental site visits	447	447.0
	4.0	Davison Q3 2002 earnings call	447	1,788.0
10/18/02	4.0	Q3 2002 review work and discussions with Nina Govic and Cheryl Frick	447	1,788.0
	1.0	Discuss Q3 procedures with Larry Farmer	447	447.0
10/21/02	5.0	Q3 2002 review work and discussions with Cheryl Frick	447	2,235.0
	2.0	Meeting with Larry Farmer to review Q3 2002 work	447	894.0
	1.0	Planning discussion for 2002 audit with Larry Farmer and David Ryan	447	447.0
10/22/02	4.5	Review of Q3 2002 press release	447	2,011.5
	3.0	Prepare for audit committee call	447	1,341.0
	0.5	Meeting to discuss disclosures of pension-related matters with Jason Natt. Jay is a partner in the National Office Accounting Consulting Services group.	447	223.5
10/23/02	3.5	Review and documentation of Q3 2002 work and audit committee call	447	1,564.5
	1.5	Audit Committee call	447	670.5
10/24/02	2.0	Preparation for November 6, 2002 Audit Committee Report	447	894.0
	2.0	Preparation for upcoming environmental visits	447	894.0
10/25/02	4.0	Preparation for November 6, 2002 Audit Committee Report	447	1,788.0
10/28/02	3.0	Preparation for November 6, 2002 Audit Committee Report	447	1,341.0
	1.0	Planning for 2002 with Larry Farmer	447	447.0
10/29/02	5.0	Preparation for November 6, 2002 Audit Committee Report	447	2,235.0
	1.0	Discuss Audit Committee presentation for 11/6 meeting with Larry Farmer	447	447.0
10/30/02	5.5	Review of Grace Q3 2002 10-Q	447	2,458.5
	0.5	Discuss Audit Committee presentation for 11/6 meeting with Larry Farmer	447	223.5
10/31/02	5.0	Review of Grace Q3 2002 10-Q	447	2,235.0
	1.0	Planning for 2002 audit	447	447.0
Totals	123.5			\$ 56,099

**WR Grace**  
**Transaction Time Summary**  
**Month Ended October 31, 2002**

<b>Date</b>	<b>Hours</b>	<b>Description of Services Provided</b>	<b>Bill Rate</b>	<b>Cost (\$)</b>
<b>Name: Jonelle Lippolis</b>				
10/18/02	8.5	Quarterly review provedures for third quarter performance chemical review	320	2720
<b>Totals</b>	<b>8.5</b>			<b>\$ 2,720</b>

WR Grace  
Transaction Time Summary  
Month Ended October 31, 2002

Date	Hours	Description of Services Provided	Bill Rate	Cost (\$)
Name: Cheryl Frick				
10/10/02	8.5	Grace Corporate Planning for 2002 year end audit	314	2669
10/11/02	8.5	Grace inventory observation and coordination of team	314	2669
10/14/02	8.5	Grace 3rd Quarter work	314	2669
10/15/02	8.5	Grace 3rd Quarter work	314	2669
10/16/02	5.5	Grace 3rd Quarter work	314	1727
10/17/02	5.0	de-brief with Cheryl Frick to discuss the results of the Davison Q3 earnings call	314	1570
10/18/02	4.0	Davison Q3 2002 earnings call	314	1256
10/18/02	2.5	Grace 3rd Quarter work	314	785
10/18/02	4.5	Davison Planning for year end 2002 audit	314	1413
10/21/02	9.0	Grace 3rd Quarter work	314	2826
10/22/02	9.0	Grace 3rd Quarter work	314	2826
10/23/02	9.0	Grace 3rd Quarter work	314	2826
10/31/02	9.0	Davison Planning for year end 2002 audit	314	2826
<b>Totals</b>	<b>91.5</b>		<b>\$</b>	<b>28,731</b>

WR Grace  
Transaction Time Summary  
Month Ended October 31, 2002

Date	Hours	Description of Services Provided	Bill Rate	Cost (\$)
Name: Nina Govic				
10/14/2002	2.0	Introduction to client and client engagement team and Grace staff	273	546
10/14/2002	6.0	Q3 review of prior quarter to prepare for the upcoming quarterly review and to get acquainted with the database and the standard procedures performed.	273	1638
10/15/2002	8.5	Q3 Test of details and review	273	2320.5
10/18/2002	8.0	Q3 Test of details and review	273	2184
10/22/2002	8.0	Q3 Test of details and review	273	2184
10/23/2002	8.5	Q3 Test of details and review	273	2320.5
10/24/2002	8.0	Q3 Test of details and review	273	2184
10/25/2002	2.0	Q3 Test of details and review	273	546
10/25/2002	6.0	Tie out of quarterly financial information for press release	273	1638
10/31/2002	8.0	Grace Davison inventory in Lake Charles, LA with Ryan Parks	273	2184
<b>Totals</b>	<b>65.0</b>			<b>\$ 17,745</b>

**WR Grace**  
**Transaction Time Summary**  
**Month Ended October 31, 2002**

<b>Date</b>	<b>Hours</b>	<b>Description of Services Provided</b>	<b>Bill Rate</b>	<b>Cost (\$)</b>
<b>Name: Renee Anderson</b>				
10/07/02	1.5	Audit Completion - Darex Puerto Rico	235	352.5
10/09/02	6.0	Audit Completion - Darex Puerto Rico	235	1410
<b>Totals</b>	<b>7.5</b>			<b>\$ 1,763</b>

WR Grace  
Transaction Time Summary  
Month Ended October 31, 2002

Date	Hours	Description of Services Provided	Bill Rate	Cost (\$)
Name: Andrew Blume				
10/18/02	5.0	Client service plan and audit strategy work. Transition from engagement team	273	1365
Totals	5.0		\$	1,365

WR Grace  
Transaction Time Summary  
Month Ended October 31, 2002

Date	Hours	Description of Services Provided	Bill Rate	Cost (\$)
Name: Almee Stickley				
10/01/02	1.5	Time tracking spreadsheets for bankruptcy reporting	213	319.5
10/01/02	2.0	Preparation of instructions for engagement teams performing international statutory audits	213	426
10/02/02	1.0	W/P v. budget analysis and bankruptcy time tracking	213	213
10/03/02	1.0	W/P v. budget analysis and bankruptcy time tracking	213	213
10/04/02	8.0	Corporate Admin work including cleaning up Corporate's external files, adding Jason Natt's files to the external working papers and some timetracking for bankruptcy proceedings	213	1704
10/07/02	1.5	W/P v. budget analysis and bankruptcy time tracking	213	319.5
10/08/02	1.5	W/P v. budget analysis and bankruptcy time tracking	213	319.5
10/15/02	5.0	Quarterly review of COLI	213	1065
	2.5	Bankruptcy time tracking	213	532.5
10/16/02	1.5	Independence database work - follow up with employees for owed independence forms	213	319.5
10/16/02	0.5	Updating the partner biography list and updating lists of international partners	213	106.5
10/16/02	1.5	Corporate Administrative work	213	319.5
10/16/02	5.0	Detail quarterly review testing for Q3	213	1065
10/17/02	8.0	Organization of corporate audit files	213	1704
10/18/02	4.5	Davison Inventory work - documentation and preparation for 10/31 observation	213	958.5
10/18/02	1.0	Quarterly Pensions analysis	213	213
10/18/02	1.0	Equity rollforward for Q3	213	213
10/18/02	2.0	Corporate Administrative work	213	426
10/22/02	1.0	Davison Inventory detail work	213	213
10/30/02	4.0	Davison inventory at Curtis Bay, MD plant location	213	852
Totals	54.0			\$ 11,502

**WR Grace**  
**Transaction Time Summary**  
**Month Ended October 31, 2002**

Date	Hours	Description of Services Provided	Bill Rate	Cost (\$)
<b>Name: Ryan Parks</b>				
10/31/02	8.0	Inventory observation in Lake Charles, LA with Nina Govic	213	1704
<b>Totals</b>	<b>8.0</b>			<b>\$ 1,704</b>



WR Grace  
Transaction Time Summary  
Month Ended October 31, 2002

Date	Hours	Description of Services Provided	Bill Rate	Cost (\$)
Name: Michelle Murray				
10/31/02	9.0	Inventory observation in Curtis Bay, MD with Cheryl Frick	213	1917
Totals	9.0			\$ 1,917

WR Grace  
Transaction Time Summary  
Month Ended October 31, 2002

Date	Hours	Description of Services Provided	Bill Rate	Cost (\$)
Name: Elizabeth Noone				
10/31/02	3.0	3rd quarter 10Q tie out	185	555
10/31/02	4.5	Making copies of 2001 Performance Chemicals workpapers for Internal Audit review	185	832.5
Totals	7.5			\$ 1,388

WR Grace  
Transaction Time Summary  
Month Ended October 31, 2002

Date	Hours	Description of Services Provided	Bill Rate	Cost (\$)
Name: Karen Huebner				
10/18/02	1.0	Administrative assistance	120	120
Totals	1.0		\$	120

WR Grace  
Transaction Time Summary  
Month Ended October 31, 2002

Date	Hours	Description of Services Provided	Bill Rate	Cost (\$)
Name: Elizabeth Coyle				
10/22/02	0.5	Administrative assistance	112	56
Totals	0.5			\$ 56

**WR Grace**  
**Transaction Time Summary**  
**Month Ended October 31, 2002**

<b>Date</b>	<b>Hours</b>	<b>Description of Services Provided</b>	<b>Bill Rate</b>	<b>Cost (\$)</b>
<b>Name: Kate Burke</b>				
10/08/02	0.5	Administrative Assistance	121	61
10/22/02	3.3	Administrative Assistance	121	399
<b>Totals</b>	<b>3.8</b>			<b>\$ 460</b>